

EXHIBIT 2: CLAIM NOS. 1302 AND 3500

B10 (Official Form 10) (04/13)

UNITED STATES BANKRUPTCY COURT Eastern District of Michigan		PROOF OF CLAIM						
Name of Debtor: City of Detroit, Michigan	Case Number: 13-53846							
NOTE: Do not use this form to make a claim for an administrative expense that arises after the bankruptcy filing. You may file a request for payment of an administrative expense according to 11 U.S.C. § 503.								
Name of Creditor (the person or other entity to whom the debtor owes money or property): Inland Waters Pollution Control, Inc.								
Name and address where notices should be sent: Jaffe Raitt Heuer & Weiss, P.C. Attn: Paul R. Hage 27777 Franklin, Suite 2500, Southfield, MI 48034 Telephone number: (248) 351-3000 email: phage@jaffelaw.com		<p style="text-align: center;">COURT USE ONLY</p> <input type="checkbox"/> Check this box if this claim amends a previously filed claim. Court Claim Number: _____ <i>(If known)</i> Filed on: _____						
Name and address where payment should be sent (if different from above): Inland Waters Pollution Control, Inc. Attn: John Edgar, Jr. 4086 Michigan Ave., Detroit, MI 48210 Telephone number: (281) 362-1102 email: jedgar@teamipr.com		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach copy of statement giving particulars.						
1. Amount of Claim as of Date Case Filed: \$ <u>2,000,000.00</u> If all or part of the claim is secured, complete item 4. If all or part of the claim is entitled to priority, complete item 5. <input type="checkbox"/> Check this box if the claim includes interest or other charges in addition to the principal amount of the claim. Attach a statement that itemizes interest or charges.								
2. Basis for Claim: <u>Breach of November 28, 2012 Letter Agreement</u> (See instruction #2)								
3. Last four digits of any number by which creditor identifies debtor:	3a. Debtor may have scheduled account as: <u>Contingent, unliquidated</u> (See instruction #3a)	3b. Uniform Claim Identifier (optional): _____ (See instruction #3b)						
4. Secured Claim (See instruction #4) Check the appropriate box if the claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information. <table style="width: 100%;"> <tr> <td style="width: 50%; vertical-align: top;"> Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: Value of Property: \$ _____ Annual Interest Rate _____ % <input type="checkbox"/> Fixed or <input type="checkbox"/> Variable (when case was filed) </td> <td style="width: 50%; vertical-align: top;"> Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any: \$ _____ Basis for perfection: _____ Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____ </td> </tr> </table>			Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: Value of Property: \$ _____ Annual Interest Rate _____ % <input type="checkbox"/> Fixed or <input type="checkbox"/> Variable (when case was filed)	Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any: \$ _____ Basis for perfection: _____ Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____				
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5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507 (a). If any part of the claim falls into one of the following categories, check the box specifying the priority and state the amount. <table style="width: 100%;"> <tr> <td style="width: 33%; vertical-align: top;"> <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507 (a)(1)(A) or (a)(1)(B). </td> <td style="width: 33%; vertical-align: top;"> <input type="checkbox"/> Wages, salaries, or commissions (up to \$12,475*) earned within 180 days before the case was filed or the debtor's business ceased, whichever is earlier – 11 U.S.C. § 507 (a)(4). </td> <td style="width: 33%; vertical-align: top;"> <input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. § 507 (a)(5) </td> </tr> <tr> <td style="width: 33%; vertical-align: top;"> <input type="checkbox"/> Up to \$2,775* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. § 507 (a)(7) </td> <td style="width: 33%; vertical-align: top;"> <input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. § 507 (a)(8). </td> <td style="width: 33%; vertical-align: top;"> <input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. § 507 (a)(____). </td> </tr> </table> <p style="text-align: right;">Amount entitled to priority: \$ _____</p> <p><small>*Amounts are subject to adjustment on 4/01/16 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</small></p>			<input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507 (a)(1)(A) or (a)(1)(B).	<input type="checkbox"/> Wages, salaries, or commissions (up to \$12,475*) earned within 180 days before the case was filed or the debtor's business ceased, whichever is earlier – 11 U.S.C. § 507 (a)(4).	<input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. § 507 (a)(5)	<input type="checkbox"/> Up to \$2,775* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. § 507 (a)(7)	<input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. § 507 (a)(8).	<input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. § 507 (a)(____).
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6. Credits. The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #6)								

7. Documents: Attached are **redacted** copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, security agreements, or, in the case of a claim based on an open-end or revolving consumer credit agreement, a statement providing the information required by FRBP 3001(c)(3)(A). If the claim is secured, box 4 has been completed, and **redacted** copies of documents providing evidence of perfection of a security interest are attached. If the claim is secured by the debtor's principal residence, the Mortgage Proof of Claim Attachment is being filed with this claim. (See instruction #7, and the definition of "redacted".)

DO NOT SEND ORIGINAL DOCUMENTS ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain: See attached rider to proof of claim. Additional documents are available upon request.

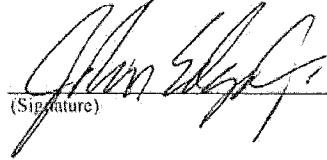
8. Signature: (See instruction #8)

Check the appropriate box.

☒ I am the creditor. ☐ I am the creditor's authorized agent. ☐ I am the trustee, or the debtor, or their authorized agent. ☐ I am a guarantor, surety, indorser, or other codebtor. (See Bankruptcy Rule 3005.)
(See Bankruptcy Rule 3004)

I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.

Print Name: John Edgar, Jr.
Title: Chief Financial Officer
Company: Inland Waters Pollution Control, Inc.
Address and telephone number (if different from notice address above): _____


(Signature)

02/21/2014

(Date)

Telephone number: _____ email: _____

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, exceptions to these general rules may apply.

Items to be completed in Proof of Claim form

Court, Name of Debtor, and Case Number:

Fill in the federal judicial district in which the bankruptcy case was filed (for example, Central District of California), the debtor's full name, and the case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is at the top of the notice.

Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on delivering health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if an interested party objects to the claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As:

Report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

3b. Uniform Claim Identifier:

If you use a uniform claim identifier, you may report it here. A uniform claim identifier is an optional 24-character identifier that certain large creditors use to facilitate electronic payment in chapter 13 cases.

4. Secured Claim:

Check whether the claim is fully or partially secured. Skip this section if the

claim is entirely unsecured. (See Definitions.) If the claim is secured, check the box for the nature and value of property that secures the claim, attach copies of lien documentation, and state, as of the date of the bankruptcy filing, the annual interest rate (and whether it is fixed or variable), and the amount past due on the claim.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507 (a).

If any portion of the claim falls into any category shown, check the appropriate box(es) and state the amount entitled to priority. (See Definitions.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Credits:

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

7. Documents:

Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You must also attach copies of documents that evidence perfection of any security interest and documents required by FRBP 3001(c) for claims based on an open-end or revolving consumer credit agreement or secured by a security interest in the debtor's principal residence. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

8. Date and Signature:

The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is filed by an authorized agent, provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS

Debtor

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

Creditor

A creditor is a person, corporation, or other entity to whom debtor owes a debt that was incurred before the date of the bankruptcy filing. See 11 U.S.C. §101 (10).

Claim

A claim is the creditor's right to receive payment for a debt owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. §101 (5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.

Secured Claim Under 11 U.S.C. § 506 (a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien.

A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. § 507 (a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor must show only the last four digits of any social-security, individual's tax-identification, or financial-account number, only the initials of a minor's name, and only the year of any person's date of birth. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

INFORMATION

Acknowledgment of Filing of Claim

To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim or you may access the court's PACER system (www.pacer.psc.uscourts.gov) for a small fee to view your filed proof of claim.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.

**UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION**

In re:

CITY OF DETROIT, MICHIGAN

Debtor.

Chapter 9
Case No. 13-53846

Hon. Steven W. Rhodes

**RIDER TO PROOF OF CLAIM OF
INLAND WATERS POLLUTION CONTROL, INC.**

1. Inland Waters Pollution Control, Inc. is a Michigan corporation that specializes in trenchless underground pipeline rehabilitation.

2. Both prior to and subsequent to July 18, 2013 (the "Petition Date"), Inland provided various services to the City of Detroit, Michigan (the "Debtor") and, more specifically, the City of Detroit Water and Sewerage Department ("DWSD").

3. On or about November 28, 2012, Inland Waters Pollution Control, Inc. and certain of its affiliates (collectively, "Inland"), Anthony Soave, and the Debtor, acting through and with the authority of the DWSD and its Board of Water Commissioners (the "BOWC"), entered into a Letter Agreement (the "Agreement").

4. The Agreement was the culmination of Responsible Vendor Proceedings and related discussions between Inland, the DWSD and the BOWC.

The Agreement provided that Inland would pay the DWSD \$4,500,000 in installments, with \$1,500,000 paid within five days of the execution of the Agreement and the remainder to be paid in equal annual installments of \$500,000 for a six year period following the execution of the Agreement.

5. Inland has complied with the payment terms of the Agreement and to date has paid \$1,500,000 and one annual installment of \$500,000, for a total of \$2,000,000.

6. The Agreement provided that “Based on the Responsible Vendor Proceedings and the related Notices, the BOWC hereby finds that each Inland Entity is presently a ‘Responsible Vendor.’” The Agreement further provided that “After the date of this Agreement [November 28, 2012], Inland Entities . . . will neither be prejudiced with respect to any . . . bid nor subjected to any review process previously initiated by the BOWC regarding their past practices and activities....”

7. Inland contends that the Debtor, through the DWSD and the BOWC, has materially breached the Agreement. On or about February 12, 2014, a representative of the BOWC, Fred Barnes, stated to an Inland competitor that “Inland is dirty” (implying that Inland has engaged in some alleged improper activity and is not a Responsible Vendor) and that it was his intent to make sure that Inland does not receive future work from the DWSD. These statements are

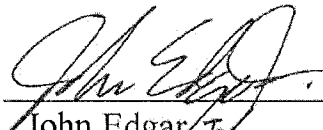
both untrue and a material breach of the Agreement.

8. As a result of this material breach, Inland is entitled to the following, among other relief: (a) damages in an amount of \$2,000,000 (constituting the payments that Inland previously made under the Agreement), and (b) other monetary damages for not being considered for future DWSD contracts to be determined at a later time.

9. Inland expressly reserves its right to supplement and/or amend this proof of claim, as and when necessary.

I certify that the foregoing statements are, to the best of my knowledge, true and correct.

INLAND WATERS POLLUTION CONTROL, INC.

By: 
John Edgar Jr.

Its: Chief Financial Officer

Dated: February 21, 2014

B10 (Official Form 10) (04/13)

UNITED STATES BANKRUPTCY COURT Eastern District of Michigan		PROOF OF CLAIM
Name of Debtor: City of Detroit, Michigan	Case Number: 13-53846	<div style="font-size: 2em; font-weight: bold; margin: 10px 0;">RECEIVED</div> <div style="font-size: 1.5em; font-weight: bold; margin: 10px 0;">FEB 24 2014</div> <div style="font-size: 0.8em; font-weight: bold; margin: 10px 0;">KURTZMAN CARSON CONSULTANTS COURT USE ONLY</div>
NOTE: Do not use this form to make a claim for an administrative expense that arises after the bankruptcy filing. You may file a request for payment of an administrative expense according to 11 U.S.C. § 503.		
Name of Creditor (the person or other entity to whom the debtor owes money or property): Inland Waters Pollution Control, Inc.		
Name and address where notices should be sent: Jaffe Raitt Heuer & Weiss, P.C. Attn: Paul R. Hage 27777 Franklin, Suite 2500, Southfield, MI 48034 Telephone number: (248) 351-3000 email: phage@jaffelaw.com		<input type="checkbox"/> Check this box if this claim amends a previously filed claim. Court Claim Number: _____ <i>(If known)</i> Filed on: _____
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1. Amount of Claim as of Date Case Filed: \$ <u>2,000,000.00</u>		
If all or part of the claim is secured, complete item 4. If all or part of the claim is entitled to priority, complete item 5. <input type="checkbox"/> Check this box if the claim includes interest or other charges in addition to the principal amount of the claim. Attach a statement that itemizes interest or charges.		
2. Basis for Claim: Breach of November 28, 2012 Letter Agreement (See instruction #2)		
3. Last four digits of any number by which creditor identifies debtor:	3a. Debtor may have scheduled account as: <u>Contingent, unliquidated</u> (See instruction #3a)	3b. Uniform Claim Identifier (optional): _____ (See instruction #3b)
4. Secured Claim (See instruction #4) Check the appropriate box if the claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information.		
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*Amounts are subject to adjustment on 4/01/16 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.		
6. Credits. The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #6)		

7. Documents: Attached are **redacted** copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, security agreements, or, in the case of a claim based on an open-end or revolving consumer credit agreement, a statement providing the information required by FRBP 3001(c)(3)(A). If the claim is secured, box 4 has been completed, and **redacted** copies of documents providing evidence of perfection of a security interest are attached. If the claim is secured by the debtor's principal residence, the Mortgage Proof of Claim Attachment is being filed with this claim. (See instruction #7, and the definition of "redacted".)

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If the documents are not available, please explain: See attached rider to proof of claim. Additional documents are available upon request.

8. Signature: (See instruction #8)

Check the appropriate box.

- ☒ I am the creditor. ☐ I am the creditor's authorized agent. ☐ I am the trustee, or the debtor, or their authorized agent. ☐ I am a guarantor, surety, indorser, or other codebtor. (See Bankruptcy Rule 3005.)
(See Bankruptcy Rule 3004.)

I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.

Print Name: John Edgar, Jr.
Title: Chief Financial Officer
Company: Inland Waters Pollution Control, Inc.
Address and telephone number (if different from notice address above):

(Signature)

RECEIVED
FEB 24 2014

02/21/2014
(Date)

Telephone number: _____ email: _____

KURTZMAN CARSON CONSULTANTS

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, exceptions to these general rules may apply.

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Court, Name of Debtor, and Case Number:

Fill in the federal judicial district in which the bankruptcy case was filed (for example, Central District of California), the debtor's full name, and the case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is at the top of the notice.

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5. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507 (a).

If any portion of the claim falls into any category shown, check the appropriate box(es) and state the amount entitled to priority. (See Definitions.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

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Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You must also attach copies of documents that evidence perfection of any security interest and documents required by FRBP 3001(c) for a claim based on an open-end or revolving consumer credit agreement or secured by a security interest in the debtor's principal residence. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

8. Date and Signature:

The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is filed by an authorized agent, provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.



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248.727.1543

February 21, 2014

VIA OVERNIGHT MAIL

City of Detroit Claims Processing Center
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, CA 90245

Re: In re City of Detroit, Michigan [Case No. 13-53846]

Dear Sir or Madam:

Enclosed please find a copy of a proof of claim for Inland Waters Pollution Control, Inc. in the above-referenced bankruptcy case. Thank you.

Sincerely,

Jaffe, Raitt, Heuer & Weiss
Professional Corporation

A handwritten signature in black ink, appearing to read "Paul R. Hage".

Paul R. Hage

**UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION**

In re:

CITY OF DETROIT, MICHIGAN

Debtor.

Chapter 9

Case No. 13-53846

Hon. Steven W. Rhodes

**RIDER TO PROOF OF CLAIM OF
INLAND WATERS POLLUTION CONTROL, INC.**

1. Inland Waters Pollution Control, Inc. is a Michigan corporation that specializes in trenchless underground pipeline rehabilitation.

2. Both prior to and subsequent to July 18, 2013 (the "Petition Date"), Inland provided various services to the City of Detroit, Michigan (the "Debtor") and, more specifically, the City of Detroit Water and Sewerage Department ("DWSD").

3. On or about November 28, 2012, Inland Waters Pollution Control, Inc. and certain of its affiliates (collectively, "Inland"), Anthony Soave, and the Debtor, acting through and with the authority of the DWSD and its Board of Water Commissioners (the "BOWC"), entered into a Letter Agreement (the "Agreement").

4. The Agreement was the culmination of Responsible Vendor Proceedings and related discussions between Inland, the DWSD and the BOWC.

The Agreement provided that Inland would pay the DWSD \$4,500,000 in installments, with \$1,500,000 paid within five days of the execution of the Agreement and the remainder to be paid in equal annual installments of \$500,000 for a six year period following the execution of the Agreement.

5. Inland has complied with the payment terms of the Agreement and to date has paid \$1,500,000 and one annual installment of \$500,000, for a total of \$2,000,000.

6. The Agreement provided that "Based on the Responsible Vendor Proceedings and the related Notices, the BOWC hereby finds that each Inland Entity is presently a 'Responsible Vendor.'" The Agreement further provided that "After the date of this Agreement [November 28, 2012], Inland Entities . . . will neither be prejudiced with respect to any . . . bid nor subjected to any review process previously initiated by the BOWC regarding their past practices and activities...."

7. Inland contends that the Debtor, through the DWSD and the BOWC, has materially breached the Agreement. On or about February 12, 2014, a representative of the BOWC, Fred Barnes, stated to an Inland competitor that "Inland is dirty" (implying that Inland has engaged in some alleged improper activity and is not a Responsible Vendor) and that it was his intent to make sure that Inland does not receive future work from the DWSD. These statements are

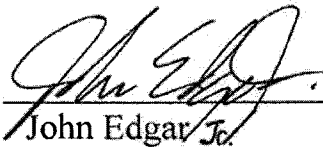
both untrue and a material breach of the Agreement.

8. As a result of this material breach, Inland is entitled to the following, among other relief: (a) damages in an amount of \$2,000,000 (constituting the payments that Inland previously made under the Agreement), and (b) other monetary damages for not being considered for future DWSD contracts to be determined at a later time.

9. Inland expressly reserves its right to supplement and/or amend this proof of claim, as and when necessary.

I certify that the foregoing statements are, to the best of my knowledge, true and correct.

INLAND WATERS POLLUTION CONTROL, INC.

By: 
John Edgar Jr.

Its: Chief Financial Officer

Dated: February 21, 2014